ZELENY DENNIS

Form 4 March 13, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * ZELENY DENNIS			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1818 MARKET STREET, SUITE 1500		, SUITE	(Month/Day/Year) 03/09/2012	Director 10% OwnerX Officer (give title Other (specify below) Sr. VP and Chief HR Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PHILADELPHIA, PA 19103-7583			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. Transactio	4. Securi n(A) or Di		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	(IIIsu: +)
			Code V	Amount	(D)	Price	(IIIsti. 3 aliu 4)		
Common Stock	03/09/2012		M	2,400	A	\$0	7,855	D	
Common Stock	03/09/2012		F(1)	880	D	\$ 39.42	6,975	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Price Derive Securior (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit (2)	<u>(3)</u>	03/09/2012	M	2,400	<u>(4)</u>	<u>(4)</u>	Common Stock	2,400	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ZELENY DENNIS 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583			Sr. VP and Chief HR Officer					

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Vesting and payout of 2,400 restricted common stock units, awarded in March 2011 pursuant to the Sunoco, Inc. Long-Term Performance (1) Enhancement Plan III ("LTPEPIII"), for net of 1,520 shares of Sunoco, Inc. common stock issued to reporting person (880 shares used for tax withholding obligation).
- Award of restricted common stock units pursuant to the Sunoco, Inc. LTPEPIII in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual vesting cycles. Incremental settlement is contingent only upon the continued employment of reporting person with the Company through the end of each annual vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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